

**BY-LAWS OF THE
ADMINISTRATIVE LAW SECTION
OF THE PENNSYLVANIA BAR ASSOCIATION**

ARTICLE I
NAME AND PURPOSE

Section 1. Name. This Section shall be known as the Administrative Law Section (Section).

Section 2. Purpose. The Section shall bring together members of the Pennsylvania Bar Association (PBA) who are interested in the development and practical working of administrative law, both substantive and procedural, with particular reference to problems involving the administrative law process in Pennsylvania. In furtherance of its purpose, the Section strives to provide a common meeting ground and impartial forum for those members of the bar engaged in dealing with administrative law issues. These members shall include attorneys representing administrative agencies and attorneys practicing before such agencies. Additionally, the Section shall work cooperatively with other PBA committees and sections in areas of mutual interest.

ARTICLE II
MEMBERSHIP DUES

Membership Dues. Upon payment of Section dues in accordance with the bylaws and procedures of the PBA, any PBA member shall become a member of the Section. Any member whose annual dues become past due shall be subject to removal by the PBA pursuant to its established procedures and shall cease to be a Section member.

ARTICLE III
OFFICERS

Section 1. Positions. The Officers of this Section shall be a Chair, Vice Chair, Secretary, Treasurer, and the Immediate Past Chair. The Offices of Secretary and Treasurer may be held by the same person.

Section 2. Terms of Office. Officers shall hold office for a term beginning at the close of the annual meeting at which they shall have been elected and ending at the close of the next succeeding annual meeting of the Section, or until their successors shall have been elected and qualified.

Section 3. Chair. The Chair shall preside at all meetings of the Section and of the Council. The Chair shall submit any Section report to the PBA as required under PBA bylaws. The Chair shall perform such other duties and acts as required for the administration of the Section.

Section 4. Vice Chair. The Vice Chair shall assume responsibilities as assigned by the Chair and aid the Chair in the administration of the Section. The Vice Chair shall perform the Chair's duties in the Chair's absence or during times when the Chair is unable to perform the Chair's duties. In the case of the Chair's death or resignation, the Vice Chair shall perform the Chair's duties for the remainder of the Chair's term.

Section 5. Secretary. The Secretary shall keep a true and accurate record of all Section meetings and Council meetings. The Secretary shall provide a copy of the draft minutes prior to any meeting.

Section 6. Treasurer. The PBA shall collect all dues of the Section and receive all moneys appropriated to the Section. The Treasurer shall report on the Section's financial status at all Section meetings and Council meetings.

Section 7. Immediate Past Chair. The Immediate Past Chair shall serve as the Section's Delegate to the PBA's House of Delegates and as Chair of the Section's Nominations Committee. The Chair, with Council approval, shall appoint a Council member to serve as the Section's Delegate if the Immediate Past Chair is unable or declines to serve as the Section's Delegate. The Chair, with Council approval, shall appoint a Council member to serve as the Chair of the Section's Nominations Committee if the Immediate Past Chair is unable or declines to serve as the Chair of the Section's Nominations Committee.

ARTICLE IV

COUNCIL

Section 1. Membership. The Council shall consist of the Chair, Vice Chair, Secretary, Treasurer, Immediate Past Chair, four (4) Ex-Officio members as defined in Section 2 of this article, and nine (9) Elected Members as defined in Section 3 of this article.

Section 2. Ex-Officio Members. Previous Chairs shall be Ex-Officio Members for a period of four (4) consecutive years commencing on the date that their term as Immediate Past Chair ends. Ex-Officio Members shall be entitled to receive notice of and the right to attend all meetings, participate in Council business, and vote on Council business. Upon completion of the four (4) years as an Ex-Officio Member, past chairs shall continue to have the right to attend all meetings and participate in Council business but without the right to vote on Council business.

Section 3. Elected Members. Nine (9) members of the Section shall be elected to serve on the Council ("Elected Members"). Each Elected Member shall serve a term of three (3) years beginning at the close of the annual meeting at which they shall have been elected and ending at the close of the third succeeding annual meeting of the Section. Elected Members shall be entitled to receive notice of and the right to attend all meetings, participate in Council business, and vote on Council business.

Elected Member terms shall be staggered so that three (3) Section members are elected to serve on the Council at each annual meeting of the Section.

If an Elected Member vacates such Elected Member's office, including by death, resignation, by assuming office as an officer of the Council, or otherwise, such vacancy shall be filled pursuant to Section 7 of this Article or as provided in Article V, depending on the effective date of the vacancy.

Section 4. Powers and duties. The Council shall have general supervision and control of the Section's affairs subject to the provisions of the PBA's Constitution, PBA Bylaws, and the Section's Bylaws. The Council may do all things necessary to operate as the legislative and governing body of the Section including, but not limited to, authorizing and supervising the activities of the Section's Committees. The Council shall authorize or approve all commitments or contracts which shall entail the payment of money, authorize or approve the expenditure of all moneys appropriated for the Section's use or benefit, and audit the Section's financial accounts.

Section 5. Meetings. The Council shall meet at least once annually on a date, time, and place designated by the Council. The Council may schedule such additional meetings during the year as the Council determines necessary. With the exception of the annual meeting, a Council meeting may be held by telephone or video conference call.

Section 6. Resignations. If a Council member, including an Ex-Officio member, fails to attend three (3) consecutive Council meetings, and none of the member's absences have been excused by the Chair or a majority vote of the Council, the Chair may, with the approval of the Council, declare such member to have automatically resigned from the Council and the member shall be replaced for his or her unexpired term as provided in Section 7 of this Article or as provided in Article V, depending on the effective date of the resignation.

Section 7. Vacancies. The Council, between annual meetings of the Section, may fill vacancies in its own membership and in the office of Secretary, Treasurer or Vice Chair. In the event of a vacancy in the office of Chair, the Vice Chair shall succeed to the office of Chair and the Council shall fill the vacancy in the Vice Chair. In the event of a simultaneous vacancy in the Chair and Vice Chair, the Council shall fill both vacant offices. Vacancies occurring within 60 days of the annual meeting shall not be filled by the Council but shall be filled pursuant to Article V.

Section 8. Quorum. A quorum of the Council shall consist of a majority of Council members qualified to vote.

Section 9. Voting. Voting members of the Council shall vote in person, by telephone, or by video conference at a scheduled meeting. All Council actions shall be by vote of a majority of a quorum. If a Council action is required before a quorum can be assembled, the Chair may ask Council members to communicate their vote on a particular issue in an email to the Secretary by a specified time, and such vote shall have the same effect as if it was cast at a Council meeting. Voting by email is recognized by the PBA and may be used by the Section when appropriate.

ARTICLE V

NOMINATION AND ELECTION OF OFFICERS AND COUNCIL

Section 1. Annual Nomination Notice. The Chair of the Nominations Committee shall provide email notification (annual notice) to the Section membership which shall include the following:

- a. The number of vacancies that will occur at the end of the current Council term;
- b. The names of the individual council members whose terms will expire at the end of the current council term;
- c. A description of the nomination process; and
- d. A deadline for submitting an application or nomination.

Individual notification shall be sent to those current council members whose terms are expiring to inform them that they must notify the Nominations Committee if they wish to seek a new term on the Council.

Section 2. Nominations Report. The Nominations Committee shall make and submit a report of all nominations to the Section for the offices of Chair, Vice Chair, Secretary, Treasurer, and Elected Members of the Council to succeed those members with terms expiring at the close of the annual meeting or to fill the vacancies existing for unexpired terms not filled by the Council pursuant to Section 7 of Article IV. The report should detail the individual's participation in Section events, Council meetings (if applicable), geographic location of the candidate, and any other information that the Nominations Committee deems important for the Council and Section to consider. No Section member who has expressed an interest in the Council or a leadership position should be excluded from the report.

Section 3. Council Nominations. The Council shall vote to determine which nominations will be presented to the full Section membership for a vote. The Council may review and vote on the nominations report during a scheduled Council meeting. If necessary, a special nominations meeting may be called by the Chair to review and vote on the nominations report.

Section 4. Elections. All elections shall be at a time and place to be fixed by resolution of the Section at the opening of the annual meeting of the Section unless otherwise ordered by resolution duly adopted by the Section.

ARTICLE VI

COMMITTEES

Section 1. Standing Committees. The following shall constitute the Standing Committees of the Section which shall continue from year to year:

a. Nominations Committee.

The Nominations Committee shall be chaired by the Immediate Past Chair. The Nominations Committee shall consist of at least three Council members appointed by the Section Chair, in addition to the Immediate Past Chair. The Nominations Committee shall be responsible for providing the notifications and submitting the Nomination Report as described in Article V. The Nominations Committee shall seek to identify persons who have demonstrated their commitment to the Section's mission and give appropriate consideration to seeking new membership on the Council including consideration of candidates' diversity, location, practice area, and participation within the membership of the Section and the PBA.

b. Conference & Symposium Committee.

The Conference & Symposium Committee shall be responsible for planning a conference and/or symposium on an annual, biannual, or other regular basis. The conference may combine continuing legal education with non-CLE programs and activities that are consistent with and in furtherance of the mission of the Section. All program proposals shall be submitted to the Council for prior approval. The Council may appoint special members of the Conference and Symposium Committee. These special members will be selected on the basis of expertise to aid in planning and will serve until the particular symposium for which they have been selected is completed. Upon approval by the Council, the Committee shall manage all affairs related to the conference and symposium, including the selection of featured speakers for both CLE and non-CLE programs and selected activities for those attending and participating in the conference.

c. Communications Committee.

The Communications Committee shall be responsible for planning, implementing and overseeing the public relations activities of the Section, including but not limited to, publication of an Administrative Law Journal &/or Newsletters, and placing articles and information about the Section, its members and activities in publications of the PBA. The Communications Committee shall be chaired by the Vice Chair of the Section. The Council shall appoint additional members of the Communications Committee, as needed.

d. Bowman Award Committee.

The Bowman Award Committee shall be responsible to seek nominations and select a recipient for the annual James S. Bowman award. The award criteria shall be determined by the Council but will recognize an individual's dedication to the practice of administrative law.

Section 2: Special Committees. In addition to the Standing Committees, the Council may appoint other committees to perform such duties and exercise such powers as the Council may direct, subject to the Section's Bylaws, the PBA's Constitution, and PBA's Bylaws.

Section 3. Committee members chairs. The members and chairs of each Standing and Special Committee shall be appointed by the Chair with approval of the Council.

ARTICLE VII
MEETINGS OF THE SECTION

Section 1. The annual meeting of the Section shall be held in-person as part of the Annual Meeting of the PBA, or as a virtual meeting at some point during the same calendar week, with such time, location, program, and order of business to be determined by the Council. At no time, however, should the annual meeting of the Section interfere with other scheduled PBA-related events or meetings.

Section 2. Special or additional meetings of the Section may be called by the Chair, in consultation with the Council, at such time and place as the Chair may determine.

Section 3. The members of the Section present at any meeting shall constitute a quorum for the transaction of business.

Section 4. All binding action of the Section shall be by a majority vote of the Section members present at a meeting.

ARTICLE VIII
MISCELLANEOUS PROVISIONS

Section 1. The Section's fiscal year shall be the same as the PBA's fiscal year.

Section 2. Any action by the Section must be approved by the PBA before the same becomes effective as the action of the PBA. Any resolution adopted or action taken by the Section may, on request of the Section, be reported by the Chair of the Section to the annual meeting or any other meeting of the PBA for the Association's action thereon.

Section 3. These Bylaws shall become effective upon approval by the PBA's Executive Committee and this Section.

ARTICLE IX
AMENDMENTS

These Bylaws may be amended at any meeting of the Section by a majority vote of the Section members present and voting, provided such proposed amendment shall first have been approved by a majority of the Council and provided that no approved amendment shall become effective until approved by the Executive Committee of the PBA.

****Unanimously approved by the Board of Governors [DATE]***